

RECORDATION NO. 20534-EE  
FILED

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

May 22, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease and Security Interest, dated as of May 21, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease and First Statement of Renumbering previously filed with the Board under Recordation Numbers 20534-D and 20534-Z, respectively.

The name and address of the party to the enclosed document are:

Lessor: Whitman Leasing, Inc.  
3501 Algonquin Road  
Rolling Meadows, IL 60008

[Lessee: Illinois Central Railroad Company  
455 North Cityfront Plaza Drive  
Chicago, IL 60611]

Mr. Vernon A. Williams  
May 22, 2007  
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A description of the railroad equipment covered by the enclosed document is:

17 locomotives within the series: NREX 2025 – NREX 2041 and IHB 2923 – 2925 (cars previously marked IC 2039 – IC 2041 and ICG 2025 – ICG 2038) as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Termination of Lease and Security Interest.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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(Whitman / IC Schedule No. 5)

SURFACE TRANSPORTATION BOARD  
**TERMINATION OF LEASE AND SECURITY INTEREST**

**THIS TERMINATION OF LEASE AND SECURITY INTEREST** is made as of May 21, 2007 by **Whitman Leasing, Inc.** (the "Lessor").

**WITNESSETH:**

1. Lessor and **Illinois Central Railroad Company** (the "Lessee") entered into a Master Equipment Operating Lease dated as of December 23, 1996 (the "Master Lease");
2. Lessor and Lessee entered into Schedule 5 dated as of December 23, 1996 to the Master Lease (which, together with the Master Lease, being collectively, the "Lease") covering seventeen (17) SD-20 diesel-electric locomotives more fully described on Exhibit A attached hereto (the "Equipment");
3. To evidence the Lease, Lessor and Lessee entered into a Memorandum of Lease dated as of December 23, 1996 which was filed at the Surface Transportation Board (the "STB") on February 26, 1997 at 1:55 P.M. with recordation number 20534-D;
4. Lessee executed a First Statement of Renumbering dated as of February 1, 2001 which was filed at the STB on February 22, 2001 at 9:53 A.M. with recordation number 20534-Z; and
5. Lessee has performed all of its obligations under the Lease.

**NOW THEREFORE**, for good and valuable consideration, Lessor agrees and acknowledges for the public record that (i) the Lease is hereby terminated (except for such terms thereof which expressly survive termination) and (ii) any security interest in the Equipment is hereby released.

**IN WITNESS WHEREOF**, the Lessor has caused this Termination of Lease and Security Interest to be executed as of the date first above written.

**WHITMAN LEASING, INC.,**  
Lessor

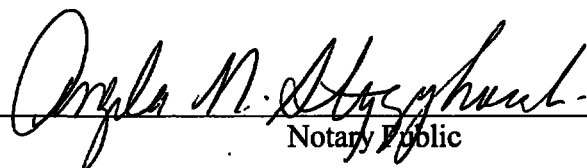
By: 

Name: Andrew R. Stark

Title: Vice-President &amp; Treasurer

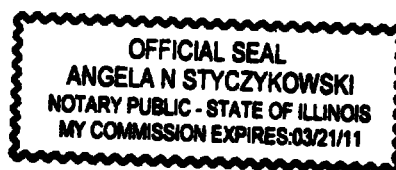
STATE OF ILLINOIS, COUNTY OF COOK, TO WIT:

On this 18<sup>th</sup> day of May, 2007 before me personally appeared, Andrew R. Stark, to me personally known, who being by me duly sworn, says that he is a Vice-President & Treasurer of Whitman Leasing, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires: 3/21/2011



## **Exhibit A to Termination of Lease and Security Interest – Schedule 5**

### **Description of Equipment**

Seventeen (17) SD-20 diesel-electric locomotives marked and numbered as shown below:

<b><u>Original Mark and Number</u></b>		<b><u>Current Mark and Number</u></b>	
ICG	2025	NREX	2025
ICG	2026	NREX	2026
ICG	2027	IHB	2923
ICG	2028	NREX	2028
ICG	2029	NREX	2029
ICG	2030	NREX	2030
ICG	2031	IHB	2922
ICG	2032	NREX	2032
ICG	2033	NREX	2033
ICG	2034	NREX	2034
ICG	2035	IHB	2924
ICG	2036	NREX	2036
ICG	2037	IHB	2925
ICG	2038	NREX	2038
IC	2039	NREX	2039
IC	2040	NREX	2040
IC	2041	NREX	2041